

EXHIBIT 36

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF CARIN PENNISI IN
 SUPPORT OF DEFENDANTS'
 OPPOSITION TO PLAINTIFFS'
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, Carin Pennisi, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store,
3 located in Pismo Beach, California ("Pismo Beach store"). I have served in this position since June
4 2007. I was previously the Assistant Manager Human Resources for the Pismo Beach store from
5 September 2005 to June 2007. I have personal knowledge of the facts set forth in this declaration, and
6 if called as a witness, could and would competently testify as set forth below.

7 2. Presently, I oversee four managers ("Managers"), including an Assistant Manager
8 Merchandising, Assistant Manager Human Resources, and an Assistant Manager Operations. All
9 Managers are paid a salary and are not compensated by the hour. Presently I oversee three
10 supervisors ("Supervisors"), including a supervisor for Women's and Kid's, Men's and Home, and
11 Shipping and Receiving. All Supervisors are paid an hourly rate of pay.

12 3. At present, there are approximately 20 sales associates that work in the store.

13 4. Sales associates are generally students and not career retail associates. The average
14 associate works here for approximately one year, and generally does not develop any long term
15 customer relationships.

16 HIRING PROCEDURE

17 5. The Assistant Manager Human Resources is responsible for interviewing new sales
18 associate candidates. I interview at least half of all sales associate candidate who are ultimately
19 hired.

20 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
21 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
22 inspection procedures.

23 7. During the hiring process, the Assistant Manager Human Resources discusses sales
24 associate compensation and answers any questions that sales associates may have.

25 8. During the orientation process, the sales associate participates in a loss prevention
26 orientation that consists of safety and check-out procedures on two videos.
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COMPENSATION

9. The Pismo store does not have any full-time non-exempt sales associates.

10. All of the sales associates are part-time non-exempt employees. The sales associates are scheduled for up to 30 hours per week.

11. All sales associates are compensated by an hourly rate of pay. No sales associate receives commission compensation.

12. Sales associates on some occasions work more than eight hours in a day or more than forty hours in a week. In these instances, the sales associate is compensated for overtime at a premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

CLOCKING IN AND OUT

13. There is an opening shipping and receiving shift at 6 am that ends at 10 am.

14. The opening sales associate shift is 10 am to 2 or 3 pm. The mid sales associate shift is from 3 pm to 7 pm. The last shift of the day starts at 6 pm until 10 pm. Shifts are approximately four to eight hours.

15. The opening Manager is aware of when sales associates are due to arrive and generally in the morning works in the store within audible distance of a sales associate knocking on the door. Sales associates can and do call the Manager on their cell phone if they need to be let into the store. All employees are provided with the store phone number.

16. All doors to the store are unlocked at 10 am when the store opens.

17. Monday through Saturday the store hours are 10 am to 9 pm, and on Sundays store hours are 10 am to 7 pm.

18. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an employee with management responsibilities, either as the General Manager, Assistant Manager or Supervisor. The CSM is responsible for coordinating the sales associates while they work on the floor.

19. With the number of different shifts in the store, sales associates finish with their shifts at different points throughout the day. The CSM is constantly monitoring the shift schedule and will

1 advise sales associates when their shift is over. The sales associate will then be instructed to clock
2 out, and one of the Managers performs a loss prevention search.

3 20. It takes less than one minute for a sales associate to exit the store after clocking out.

4 21. Sales associates are required to use the time-keeping system to record hours worked.
5 Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
6 ("POS"). A true and correct copy of the floor plan for the Pismo Beach store is attached hereto as
7 Exhibit A. There are 6 cash registers in the store, indicating on Exhibit A as "I". Sales associates
8 clock-in after putting away their personal belongings.

9 22. It is each sales associate's responsibility to clock-in and out each day. If a sales
10 associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
11 making appropriate changes including making a manual adjustment to the time clock record.

12 LOSS PREVENTION SEARCHES

13 23. A true and correct copy of the floor plan for the Pismo Beach store is attached as
14 Exhibit A. The door designated as "A" is the main door where sales associates enter and exit. This is
15 also used as a patron door. Door "B" and Door "C" are the shipping and receiving entrances and are
16 also used as emergency exits. Employees are not permitted to use these door to enter or leave the
17 store. Door "D" is a patron entrance and exits only.

18 24. Each time a sales associate exits the store, he/she must undergo a loss prevention
19 search. The procedure for the loss prevention search is for each sales associate to show the contents
20 of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the
21 bag of a sales associate.

22 25. I have never received any complaints regarding the loss prevention search procedure,
23 including any complaints that the process is time consuming, humiliating or causes emotional
24 distress.

25 REST AND MEAL BREAKS

26 26. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the
27 store to update each sales associate as to the sales goals for the day. The CSM also designates the
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1 area which each sales associate will be covering. In addition, the CSM informs the sales associate of
2 the schedule for the day including the time when each sales associate will be designated to go on
3 his/her rest or meal break.

4 27. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
5 The Daily Planning Agenda has been used since the Pismo Beach store opened in 2005. This form
6 has a list of all sales associates scheduled to work and lists when each sales associate is scheduled to
7 take their rest and meal breaks. When a sales associate leaves to take their rest or meal break, they
8 initial the Daily Planning Agenda next to their rest or meal break time to indicate that they have taken
9 their rest or meal break.

10 28. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
11 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

12 29. Sales associates do not clock-out for rest breaks.

13 30. Sales associates clock-out for meal breaks. Sales associates typically leave the store
14 during their meal break after gathering their belonging and finding a Manager or Supervisor to
15 perform a loss prevention search.

16 31. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
17 This material is reviewed with each sales associate during their orientation.

18 SCHEDULING

19 32. The schedule for the Pismo Beach store is prepared by the Assistant Manager Human
20 Resources with my approval. I ensure that the schedule is structured to allow for full-coverage on the
21 floor. Based on the schedules prepared for the Pismo Beach store, time for rest and meal breaks are
22 always accommodated and there is always adequate manager coverage to perform loss prevention
23 searches.

24 33. For example, the Pismo Beach store is a lower-volume store which often times
25 requires fewer employees to run the store. However, the schedule always provided for at least three
26 employees to be working at any given time so that rest and meal break times can be scheduled while
27 maintaining adequate floor coverage.
28

34. Furthermore, scheduling in the Pismo Beach store takes into account the availability of management. For example, the schedule will not have both start-of-shift meetings, which are led by a manager, and employees ending their shifts, occurring at the same time. This allows for proper management availability on the floor when employees are ending their shifts and require bag inspection searches.

35. As the General Manager, I always ensured that the schedule provided for manager availability during necessary times, including the end-of-shifts when employees would require a bag inspection by a manager.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

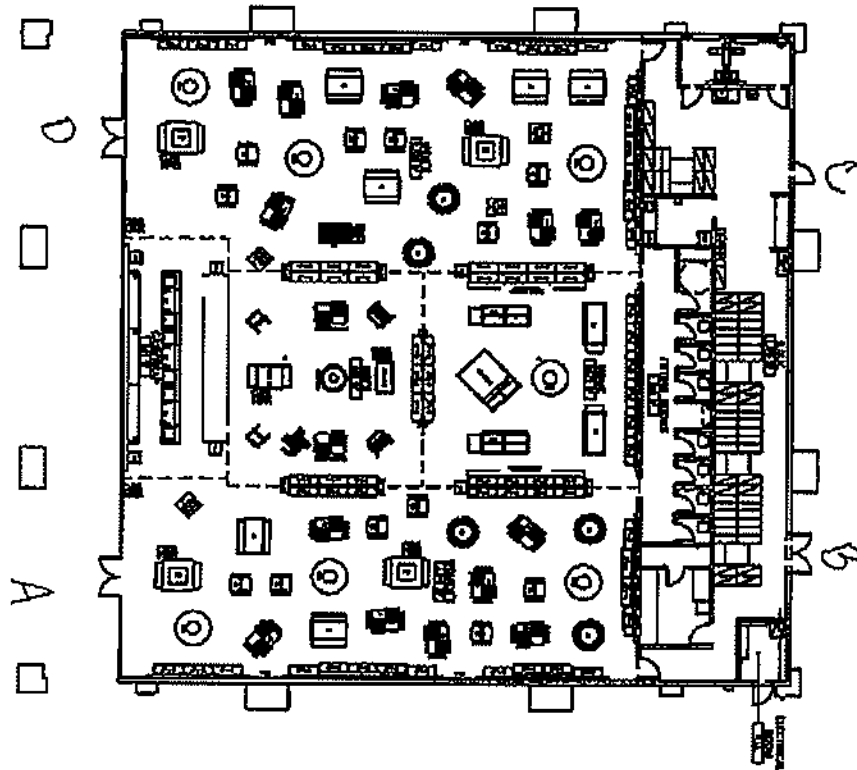
Executed on June 14, 2008


Carin Pennisi

06/14/2008 18:02 FAX 805 773 0941

POLO RALPH LAUREN PISMO

002/002



POLO RALPH LAUREN PISMO BEACH, CA #159 FURNITURE PLAN FP-1	
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POLO  RALPH LAUREN

EXHIBIT 37

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

William J. Goines (SBN 061290)
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Attorneys for Defendants Polo Ralph Lauren
Corporation; Polo Retail, LLC; Polo Ralph Lauren
Corporation, doing business in California as Polo Retail
Corporation; and Fashions Outlet of America, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

ANN OTSUKA, an individual; JANIS KEEFE,
an individual; CORINNE PHIPPS, and
individual; and JUSTIN KISER, an individual;
and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF CAREY
HERNANDEZ IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
PLAINTIFFS' MOTION FOR CLASS
CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, Carey Hernandez, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store,
3 located in San Diego, California ("San Diego store"). I have served in this position since March
4 2007. I was previously the General Manager for the Polo Ralph Lauren Factory Outlet Store, located
5 in Alpine, California ("Alpine store") from March 2005 - February 2007. I have personal knowledge
6 of the facts set forth in this declaration, and if called as a witness, could and would competently
7 testify as set forth below.

8 2. Presently, I oversee four managers ("Managers"), including an Assistant Manager
9 Merchandising - Men's and Home, Assistant Manager Merchandising - Women's and Kids, Assistant
10 Manager Human Resources, and an Assistant Manager Operations. All Managers are paid a salary
11 and are not compensated by the hour. Presently I oversee four supervisors ("Supervisors"), including
12 a supervisor for Women's and Kid's, Men's and Home, Point of Sale, and Shipping and Receiving.
13 All Supervisors are paid an hourly rate of pay.

14 3. At present, there are approximately twenty-six sales associates that work in the store.

15 4. Sales associates are generally students and not career retail associates. The average
16 associate works here for approximately six months, and generally does not develop any long term
17 customer relationships.

18 HIRING PROCEDURE

19 5. The Assistant Manager Human Resources is responsible for interviewing new sales
20 associate candidates. I interview at least half of all sales associate candidate who are ultimately
21 hired.

22 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
23 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
24 inspection procedures.

25 7. During the hiring process, the Assistant Manager Human Resources discusses sales
26 associate compensation and answers any questions that sales associates may have.

27 8. During the orientation process, the sales associate participates in a loss prevention
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1 orientation that consists of safety and check-out procedures on two videos.

2 **COMPENSATION**

3 9. The San Diego store does not have any full-time non-exempt sales associates.

4 10. All of the sales associates are part-time non-exempt employees. The sales associates
5 are scheduled for up to 15 hours per week.

6 11. All sales associates are compensated by an hourly rate of pay. No sales associate
7 receives commission compensation.

8 12. Sales associates on some occasions work more than eight hours in a day or more than
9 forty hours in a week. In these instances, the sales associate is compensated for overtime at a
10 premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

11 **CLOCKING IN AND OUT**

12 13. There is an opening shipping and receiving shift at 6 am that ends at 10 am.

13 14. The opening sales associate shift is 9 am to 1 pm. The mid sales associate shift is
14 from 2, 3 or 4 pm to 6, 7 or 8 pm. The last shift of the day starts at 6 or 7 pm and goes until 10 or 11
15 pm. Shifts are approximately four to eight hours.

16 15. The opening Manager is aware of when sales associates are due to arrive and generally
17 in the morning works in the store within audible distance of a sales associate knocking on the door.
18 Sales associates can and do call the Manager on their cell phone if they need to be let into the store.
19 All employees are provided with the store phone number.

20 16. All doors to the store are unlocked at 9 am when the store opens.

21 17. Monday through Saturday the store hours are 9 am to 9 pm, and on Sundays store
22 hours are 10 am to 9 pm.

23 18. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an
24 employee with management responsibilities, either as the General Manager, Assistant Manager or
25 Supervisor. The CSM is responsible for coordinating the sales associates while they work on the
26 floor.

27 19. With the number of different shifts in the store, sales associates finish with their shifts
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1 at different points throughout the day. The CSM is constantly monitoring the shift schedule and will
2 advise sales associates when their shift is over. The sales associate will then be instructed to clock
3 out, and one of the Managers performs a loss prevention search.

4 20. It takes less than two minutes for a sales associate to exit the store after clocking out.
5 At any given time there is a minimum of three Managers or Supervisors in the store with the ability to
6 perform a loss prevention search.

7 21. Sales associates are required to use the time-keeping system to record hours worked.
8 Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
9 ("POS"). A true and correct copy of the floor plan for the San Diego store is attached hereto as
10 Exhibit A. There are 8 cash registers in the store, indicating on Exhibit A as "I". Sales associates
11 clock-in after putting away their personal belongings.

12 22. It is each sales associate's responsibility to clock-in and out each day. If a sales
13 associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
14 making appropriate changes including making a manual adjustment to the time clock record.

15 LOSS PREVENTION SEARCHES

16 23. A true and correct copy of the floor plan for the San Diego store is attached as Exhibit
17 A. The door designated as "A" is the main door where sales associates enter and exit. This is also
18 used as a patron door. Door "B" is the shipping and receiving entrance and is also used as an
19 emergency exit. Employees are not permitted to use this door to enter or leave the store. Door "C" is
20 a patron entrance and exits only.

21 24. Each time a sales associate exits the store, he/she must undergo a loss prevention
22 search. The procedure for the loss prevention search is for each sales associate to show the contents
23 of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the
24 bag of a sales associate. I would estimate from the time a sales associate clocks out until the sales
25 associate exits the store, following a loss prevention search, this process takes approximately 30
26 seconds to two minutes.

27 25. When I was the General Manager in the Alpine store, loss prevention searches were
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1 conducted similarly as described above. I would estimate from the time a sales associate clocked out
2 until the sales associate exited the store, following a loss prevention search, this process took
3 approximately 30 seconds to two minutes.

4 26. I have never received any complaints regarding the loss prevention search procedure,
5 including any complaints that the process is time consuming, humiliating or causes emotional
6 distress, in either the Alpine or San Diego stores.

7 REST AND MEAL BREAKS

8 27. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the
9 store to update each sales associate as to the sales goals for the day. The CSM also designates the
10 area which each sales associate will be covering. In addition, the CSM informs the sales associate of
11 the schedule for the day including the time when each sales associate will be designated to go on
12 his/her rest or meal break.

13 28. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
14 This form has a list of all sales associates scheduled to work and lists when each sales associate is
15 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
16 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
17 they have taken their rest or meal break.

18 29. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
19 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

20 30. Sales associates do not clock-out for rest breaks.

21 31. Sales associates clock-out for meal breaks. Sales associates typically leave the store
22 during their meal break after gathering their belonging and finding a Manager or Supervisor to
23 perform a loss prevention search.

24 32. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
25 This material is reviewed with each sales associate during their orientation.

26 SCHEDULING

27 33. In both my role as General Manager for the Alpine store and General Manager for the
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1 San Diego store, I have responsibility for scheduling. The schedule is prepared by the Assistant
2 Manager Human Resources with my approval. In both the Alpine and San Diego stores, I ensured
3 that the schedule was structured to allow for full-coverage on the floor. Based on the schedules
4 prepared in the Alpine and San Diego stores, time for rest and meal breaks were always
5 accommodated and there was always adequate manager coverage to perform loss prevention
6 searches.

7 34. For example, the Alpine store was a lower-volume store which often times requires
8 fewer employees to run the store. However, the schedule always provided for at least three employees
9 to be working at any given time so that rest and meal break times could be scheduled while
10 maintaining adequate floor coverage.

11 35. Furthermore, scheduling in the Alpine and San Diego stores takes into account the
12 availability of management. For example, the schedule will not have both start-of-shift meetings,
13 which are led by a manager, and employees ending their shifts, occurring at the same time. This
14 allows for proper management availability on the floor when employees are ending their shifts and
15 require bag inspection searches.

16 36. As General Manager for both the Alpine and San Diego stores, I always ensured that
17 the schedule provided for manager availability during necessary times, including the end-of-shifts
18 when employees would require a bag inspection by a manager.

19 I declare under penalty of perjury under the laws of the State of California that the foregoing
20 is true and correct.

21 Executed on March 7, 2008


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24 Carey Hernandez
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EXHIBIT 38

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 Alisha M. Louie (SBN 240863)
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 Email: meierj@gtlaw.com

Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and on behalf of all others similarly
 situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF DAVID BOTELLO
 IN SUPPORT OF DEFENDANTS'
 OPPOSITION TO PLAINTIFFS'
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 am
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, David Botello, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store,
3 located in Tulare, California. I have served in this position since February 2007. I was previously the
4 Assistant Manager Merchandising for Vacaville. I have personal knowledge of the facts set forth in
5 this declaration, and if called as a witness, could and would competently testify as set forth below.

6 2. Presently, I oversee three managers ("Managers"), including an Assistant Manager
7 Merchandising, Assistant Manager Human Resources, and an Assistant Manager Operations. All
8 Managers are paid a salary and are not compensated by the hour. Presently I oversee one supervisor
9 ("Supervisor"). The Supervisors is paid an hourly rate of pay.

10 3. At present, there are approximately 18 sales associates that work in the store.

11 4. Sales associates are generally students and not career retail associates. The average
12 associate works here for a year, and generally does not develop any long term customer relationships.

13 HIRING PROCEDURE

14 5. The Assistant Manager Human Resources is responsible for interviewing new sales
15 associate candidates. All sales associate are interviewed in a group setting with at least one other
16 Assistant Manager present. I meet the majority of sales associate candidates who are ultimately
17 hired.

18 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
19 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
20 inspection procedures.

21 7. During the hiring process, the Assistant Manager Human Resources discusses sales
22 associate compensation and answers any questions that sales associates may have.

23 8. During the orientation process, the sales associate participates in a loss prevention
24 orientation that consists of safety and check-out procedures on two videos.

25 COMPENSATION

26 9. The Tulare store has no full-time non-exempt employees.

27 10. All sales associates are part-time non-exempt employees. The sales associates are
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1 scheduled for up to 20 hours per week.

2 11. All sales associates are compensated by an hourly rate of pay. No sales associate
3 receives commission compensation.

4 12. Sales associates rarely work more than eight hours in a day or more than forty hours in
5 a week. In these instances, the sales associate is compensated for overtime at a premium rate of pay.
6 This amount is 1.5 times the sales associate's base rate of pay.

7 **CLOCKING IN AND OUT**

8 13. There are three shifts in the Tulare store. Shifts are approximately four to six hours.

9 14. There is an opening shipping and receiving shift at 7 am that ends at 11 am.

10 15. The opening sales associate store shift is 10 am to 5 pm. Generally, a two hour "on-
11 call" shift follows the opening sales associate shift. The decision regarding whether a sales
12 associated will continue to work through the "on-call" period is determined before 2 pm so that the
13 on-call sales associate's rest and meal breaks may be scheduled accordingly.

14 16. The last shift of the day starts at 5 pm and goes until 10 pm. Occasionally on a Friday
15 or Saturday this shift will have an "on-call" period from 1 pm to 5 pm.

16 17. The opening Manager is aware of when sales associates are due to arrive and generally
17 in the morning works in the store near the door within audible distance of a sales associate knocking
18 on the door. Sales associates can and do call the Manager on their cell phone if they need to be let
19 into the store. All employees are provided with the store phone number.

20 18. All doors to the store are unlocked at 10 am when the store opens.

21 19. The store hours are 10 am to 9 pm Monday through Saturday, and 10 am to 7 pm on
22 Sunday.

23 20. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an
24 employee with management responsibilities, either as the General Manager, Assistant Manager or
25 Supervisor. The CSM is responsible for coordinating the sales associates while they work on the
26 floor.

27 21. With the number of different shifts in the store, sales associates finish with their shifts
28

1 at different points throughout the day. The CSM is constantly monitoring the shift schedule and will
2 advise sales associates when their shift is over. The sales associate will then be instructed to clock
3 out, and one of the Managers or Supervisors performs a loss prevention search.

4 22. It takes approximately one minute for a sales associate to exit the store after clocking
5 out. There are generally two Managers or Supervisors in the store with the ability to perform a loss
6 prevention search at any given time.

7 23. Sales associates are required to use the time-keeping system to record hours worked.
8 Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System
9 ("POS"). A true and correct copy of the floor plan for the Tulare store is attached hereto as Exhibit
10 A. There are 4 cash registers in the store, indicating on Exhibit A as "I". Sales associates clock-in
11 after putting away their personal belongings.

12 24. It is each sales associate's responsibility to clock-in and out each day. If a sales
13 associate forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss
14 making appropriate changes including making a manual adjustment to the time clock record.

15 LOSS PREVENTION SEARCHES

16 25. A true and correct copy of the floor plan for the Barstow store is attached as Exhibit
17 A. The door designated as "A" is the main door where sales associates enter and exit. This is also
18 used as a patron door. Door "B" is the shipping and receiving exit. Door "C" is an emergency exit.
19 Door "D" is a patron entrance only. Employees are not permitted to use this door to enter or leave
20 the store.

21 26. Each time a sales associate exits the store, he/she must undergo a loss prevention
22 search.

23 27. I have never received any complaints regarding the loss prevention search procedure,
24 including any complaints that the process is time consuming, humiliating or causes emotional
25 distress.

26 REST AND MEAL BREAKS

27 28. At the beginning of each sales shift, the CSM arranges a meeting on the floor of the
28

1 store to update each sales associate as to the sales goals for the day. The CSM also designates the
2 area which each sales associate will be covering. In addition, the CSM informs the sales associate of
3 the schedule for the day including the time when each sales associate will be designated to go on
4 his/her rest or meal break.

5 29. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
6 This form has a list of all sales associates scheduled to work and lists when each sales associate is
7 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
8 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
9 they have taken their rest or meal break.

10 30. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
11 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

12 31. Sales associates do not clock-out for rest breaks.

13 32. Sales associates clock-out for meal breaks. Sales associates typically leave the store
14 for their meal break after gathering their belonging and finding a Manager or Supervisor to perform a
15 loss prevention search.

16 33. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
17 This material is reviewed with each sales associate during their orientation.

18 I declare under penalty of perjury under the laws of the State of California that the foregoing
19 is true and correct.

20 Executed on February 18, 2008

21 
22 David Botello

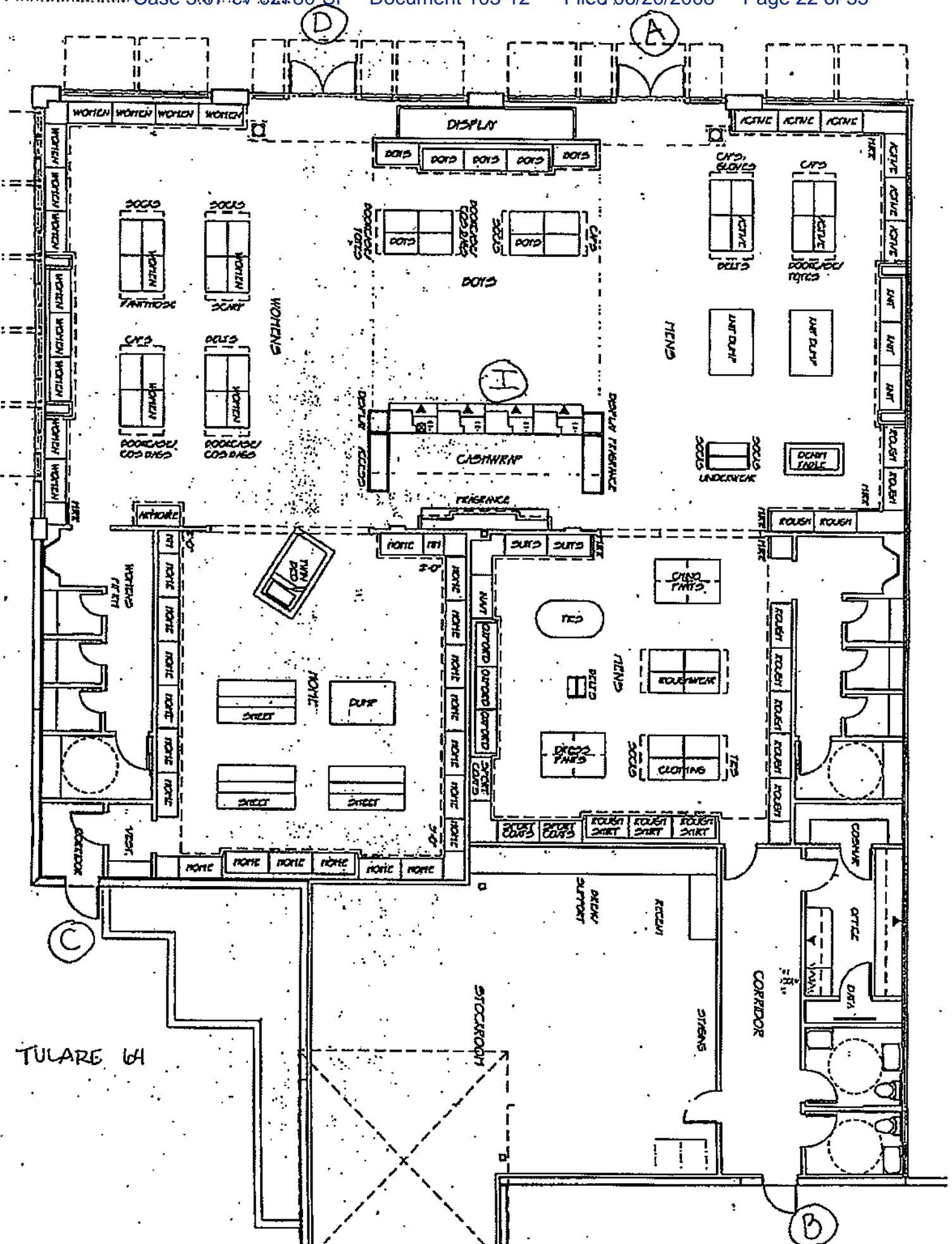


EXHIBIT 39

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

William J. Goines (SBN 061290)
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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,
 v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF ARRIANA
 BURKLEO IN SUPPORT OF
 DEFENDANTS' OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, Arriana Burkleo, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am the General Manager for Polo Ralph Lauren Factory Outlet Store,
3 located in Vacaville, California ("Vacaville store"). I have served in this position since May 2008. .
4 I have personal knowledge of the facts set forth in this declaration, and if called as a witness, could
5 and would competently testify as set forth below.

6 2. Presently, I oversee four managers ("Managers"), including an Assistant Manager
7 Merchandising - Men's and Home, Assistant Manager Merchandising - Women's and Kids, Assistant
8 Manager Human Resources, and an Assistant Manager Operations. All Managers are paid a salary
9 and are not compensated by the hour. Presently I oversee three supervisors ("Supervisors"), including
10 a supervisor for Women's and Kid's, Men's and Home, and Point of Sale. All Supervisors are paid
11 an hourly rate of pay.

12 3. At present, there are approximately 45 sales associates that work in the store.

13 4. Sales associates are generally students and not career retail associates. The average
14 associate works here for approximately six months to one year, and generally does not develop any
15 long term customer relationships.

16 HIRING PROCEDURE

17 5. The Assistant Manager Human Resources is responsible for interviewing new sales
18 associate candidates.

19 6. During the hiring process, the sales associate is provided with the Polo Ralph Lauren
20 Retail Employee Handbook, and excerpts from the Loss Prevention Handbook that includes
21 inspection procedures.

22 7. During the hiring process, the Assistant Manager Human Resources discusses sales
23 associate compensation and answers any questions that sales associates may have.

24 8. During the orientation process, the sales associate participates in a loss prevention
25 orientation that consists of safety and check-out procedures on two videos.

26 COMPENSATION

27 9. The San Diego store does not have any full-time non-exempt sales associates.
28

1 10. All of the sales associates are part-time non-exempt employees. The sales associates
2 are scheduled for up to 20 hours per week.

3 11. All sales associates are compensated by an hourly rate of pay. No sales associate
4 receives commission compensation.

5 12. Sales associates on some occasions work more than eight hours in a day or more than
6 forty hours in a week. In these instances, the sales associate is compensated for overtime at a
7 premium rate of pay. This amount is 1.5 times the sales associate's base rate of pay.

8 **CLOCKING IN AND OUT**

9 13. There is an opening shipping and receiving shift at 5 am that ends at 10 am.

10 14. The opening sales associate shift is 10 am to 2 pm. The mid sales associate shift is
11 from 12 pm to 5 pm. The last shift of the day starts at 6 pm and goes until 10 pm. Shifts are
12 approximately four to eight hours.

13 15. The opening Manager is aware of when sales associates are due to arrive and generally
14 in the morning works in the store within audible distance of a sales associate knocking on the door.
15 Sales associates can and do call the Manager on their cell phone if they need to be let into the store.
16 All employees are provided with the store phone number.

17 16. All doors to the store are unlocked at 10 am when the store opens.

18 17. Monday through Saturday the store hours are 10 am to 9 pm, and on Sundays store
19 hours are 10 am to 6 pm.

20 18. At all times, there is a Customer Service Manager ("CSM") on duty. A CSM is an
21 employee with management responsibilities, either as the General Manager, Assistant Manager or
22 Supervisor. The CSM is responsible for coordinating the sales associates while they work on the
23 floor.

24 19. With the number of different shifts in the store, sales associates finish with their shifts
25 at different points throughout the day. The CSM is constantly monitoring the shift schedule and will
26 advise sales associates when their shift is over. The sales associate will then be instructed to clock
27 out, and one of the Managers performs a loss prevention search.
28

20. It takes less than five minutes for a sales associate to exit the store after clocking out.

21. Sales associates are required to use the time-keeping system to record hours worked.

Sales Associates clock-in at one of the store's cash registers, known as the Point of Sale System ("POS"). A true and correct copy of the floor plan for the Vacaville store is attached hereto as Exhibit A. There are 8 cash registers in the store, indicating on Exhibit A as "I". Sales associates clock-in after putting away their personal belongings.

22. It is each sales associate's responsibility to clock-in and out each day. If a sales associates forgets to clock-in or clock-out, the sales associate may advise a Manager who can discuss making appropriate changes including making a manual adjustment to the time clock record.

LOSS PREVENTION SEARCHES

23. A true and correct copy of the floor plan for the Vacaville store is attached as Exhibit A. The door designated as "A" is the main door where sales associates enter and exit. This is also used as a patron door. Door "B" is the shipping and receiving entrance and is also used as an emergency exit. Employees are not permitted to use this door to enter or leave the store. Door "C" is a patron entrance and exits only. Door "D" and "E" are emergency exits.

24. Each time a sales associate exits the store, he/she must undergo a loss prevention search. The procedure for the loss prevention search is for each sales associate to show the contents of any bag in their possession to a Manager. A Manager is not permitted to put their hands inside the bag of a sales associate.

25. I have never received any complaints regarding the loss prevention search procedure, including any complaints that the process is time consuming, humiliating or causes emotional distress.

REST AND MEAL BREAKS

26. At the beginning of each sales shift, the CSM arranges a meeting to update each sales associate as to the sales goals for the day. The CSM also designates the area which each sales associate will be covering. In addition, the CSM informs the sales associate of the schedule for the day including the time when each sales associate will be designated to go on his/her rest or meal

1 break.

2 27. The schedule for rest and meal breaks is written down on the Daily Planning Agenda.
3 This form has a list of all sales associates scheduled to work and lists when each sales associate is
4 scheduled to take their rest and meal breaks. When a sales associate leaves to take their rest or meal
5 break, they initial the Daily Planning Agenda next to their rest or meal break time to indicate that
6 they have taken their rest or meal break.

7 28. The CSM is aware of when rest and meal breaks are scheduled. The CSM typically
8 will advise a sales associate when it is his/her time to leave for a scheduled rest or meal break.

9 29. Sales associates do not clock-out for rest breaks.

10 30. Sales associates clock-out for meal breaks. Sales associates typically leave the store
11 during their meal break after gathering their belonging and finding a Manager or Supervisor to
12 perform a loss prevention search.

13 31. The rest and meal break policy is enumerated in the Polo Retail Employee Handbook.
14 This material is reviewed with each sales associate during their orientation.

15 SCHEDULING

16 32. The sales associate schedule is prepared by the Assistant Manager Human Resources
17 with my approval. I ensure that the schedule is structured to allow for full-coverage on the floor.
18 Time for rest and meal breaks is always accommodated and there is always adequate manager
19 coverage to perform loss prevention searches.

20 33. Furthermore, scheduling in the Vacaville store takes into account the availability of
21 management. For example, the schedule will not have both start-of-shift meetings, which are led by a
22 manager, and employees ending their shifts, occurring at the same time. This allows for proper
23 management availability on the floor when employees are ending their shifts and require bag
24 inspection searches.

25 34. I always ensure that the schedule provides for manager availability during necessary
26 times, including the end-of-shifts when employees would require a bag inspection by a manager.
27
28

1 I declare under penalty of perjury under the laws of the State of California that the foregoing
2 is true and correct.

3 Executed on June 18, 2008

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6 Arriana Burkleo
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06/18/2008 17:12 FAX

0008/0007

1 I declare under penalty of perjury under the laws of the State of California that the foregoing
2 is true and correct.

3 Executed on June 18, 2008

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5 Arriana Burkleo
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POLO  RALPH LAUREN

FP-1

EXHIBIT 40

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,
 v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF MICHIKO
 TAKADA IN SUPPORT OF
 DEFENDANTS OPPOSITION TO
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, MICHIKO TAKADA, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Beverly
3 Hills, California. I have worked for Polo since April 2006. I have personal knowledge of the facts set
4 forth in this declaration, and if called as a witness, could and would competently testify as set forth
5 below.

6 2. I am a full time sales associate in the Womens Department, and I work approximately
7 38 hours per week. I am compensated on a draw versus commission compensation plan, and I
8 generally receive my commission.

9 **Clocking in and Out**

10 3. While employed by Polo I have not experienced any long wait times for a bag
11 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
12 shift it takes an average of 2-3 minutes for a manager to perform a bag inspection search and for me
13 to leave the store. There is usually a manager waiting at the back door to check me out at the end of
14 my shift.

15 4. I have never performed work at Polo without being clocked in to the timekeeping
16 system, including when performing inventory or attending meetings. I have never been asked to
17 continue with work after clocking out.

18 **Rest Breaks**

19 5. I understand that Polo's policy is for me to take all rest and meal breaks, and that I am
20 entitled to take two 15 minute rest breaks. Rest breaks are coordinated among sales associates, and
21 then we let management know when we are stepping out.

22 6. I try to take two rest breaks a day but sometimes if a customer comes in I might
23 choose not to take my break. If I choose not to take a rest break, it is because I don't want to miss out
24 on possible sales opportunities. Managers encourage us to take breaks, but if I don't its my own
25 choice.

26 **Meal Breaks**

27 7. The timing of meal breaks are coordinated among sales associates and management,
28

I

1 and there is a schedule on a spreadsheet where sales associates sign up for specific meal break times.
2 I always take my lunch break.

3 I declare under penalty of perjury under the laws of the State of California that the foregoing
4 is true and correct.

5 Executed on June 14, 2008.

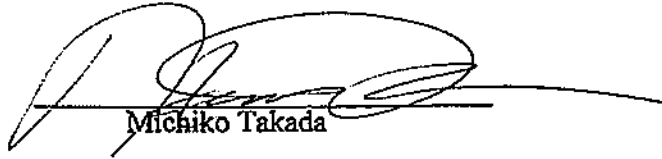
6
7 
8 Michiko Takada

EXHIBIT 41

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF ADAM BOURQUE
 IN SUPPORT OF DEFENDANTS
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, ADAM BOURQUE, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Beverly
3 Hills, California. I have worked for both Polo and for Double RL for a total of 7 ½ years. I started as
4 a cashier in the Beverly Hills store in October 1999, then I worked for Double RL from 2002-2003.
5 From 2003-2004 I worked for Gucci, and then returned to the Beverly Hills store as a sales associate
6 in 2004. I have personal knowledge of the facts set forth in this declaration, and if called as a witness,
7 could and would competently testify as set forth below.

8 2. I am a full time sales associate in the Womens Department, and I work approximately
9 38 hours per week. I am compensated on a draw versus commission compensation plan, and I
10 generally receive my commission.

11 Clocking in and Out

12 3. While employed by Polo I have not experienced any long wait times for a bag
13 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
14 shift it takes a maximum of 2-3 minutes for a manager to perform a bag inspection search and for me
15 to leave the store. Sometimes at lunch it can take longer to find a manager, but even then the wait
16 time does not exceed 5 minutes.

17 4. I have never performed work at Polo without being clocked in to the timekeeping
18 system, including when performing inventory or attending meetings. I have never been asked to
19 continue with work after clocking out.

20 Rest Breaks

21 5. I understand that Polo's policy is for me to take all rest and meal breaks, and that I am
22 entitled to take two 15 minute rest breaks. Rest breaks are coordinated among sales associates, and
23 then we let management know when we are stepping out.

24 6. I usually only take one rest break a day. Polo absolutely provides me with the
25 opportunity to take my second rest break, but I usually choose not to take it. If I choose not to take a
26 rest break, its my own decision because I would rather remain on the selling floor, not because Polo
27 doesn't permit me to take a break. I have never asked for a rest break and not been permitted to go.
28

Meal Breaks

7. The timing of meal breaks are coordinated among sales associates and management, and there is a schedule on a spreadsheet where sales associates sign up for specific meal break times. I always take my lunch break from either 12-1, or 12:30 to 1:30.

8. If a customer comes in while I'm on a break, I either take lunch later or switch with another sales associate.

Arrears

9. I was subject to the arrears policy when it was in place. The policy was fully explained to me by my boss at the time, Sun Lee. I didn't like the program but I understood it, and I understood the effect that it would have on my compensation.

10. I fell into arrears one time only.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 14, 2008.


Adam Bourque

EXHIBIT 42

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF ALINA AVAKYAN
 IN SUPPORT OF DEFENDANTS
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, ALINA AVAKYAN, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Beverly
3 Hills, California. I have worked for Polo since June 2004. I have personal knowledge of the facts set
4 forth in this declaration, and if called as a witness, could and would competently testify as set forth
5 below.

6 2. I am a full time sales associate in the Mens Department, and I work approximately 38
7 hours per week. I am compensated on a draw versus commission compensation plan, and I generally
8 receive my commission.

9 Clocking in and Out

10 3. While employed by Polo I have not experienced any long wait times for a bag
11 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
12 shift it takes about 3 minutes for a manager to perform a bag inspection search and for me to leave
13 the store. Usually at the end of the day there is a manager stationed at the door who performs
14 everyone's bag inspection searches.

15 4. I have never performed work at Polo without being clocked in to the timekeeping
16 system, including when performing inventory or attending meetings. I have never been asked to
17 continue with work after clocking out.

18 Rest Breaks

19 5. I understand that Polo's policy is for me to take all rest and meal breaks, and that I am
20 entitled to take two 15 minute rest breaks. Rest breaks are coordinated among sales associates, and
21 then we let management know when we are stepping out.

22 6. If I choose not to take a rest break, its my own decision because I would rather remain
23 on the selling floor, not because Polo doesn't permit me to take a break.

24 Meal Breaks

25 7. The timing of meal breaks are coordinated among sales associates and management. I
26 have a set time that I take my lunch break-every day from 1 to 2 pm.
27
28

1 I declare under penalty of perjury under the laws of the State of California that the foregoing
2 is true and correct.

3 Executed on June 16, 2008.

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5 Alina Avakyan
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EXHIBIT 43

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 Alisha M. Louie (SBN 240863)
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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF LAWRENCE
 BARBOSA IN SUPPORT OF
 DEFENDANTS OPPOSITION TO
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, Lawrence Barbosa, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a senior seller in the Polo Ralph Lauren store, located in Beverly Hills,
3 California. I have worked for Polo since October 1999. I have personal knowledge of the facts set
4 forth in this declaration, and if called as a witness, could and would competently testify as set forth
5 below.

6 2. I am a full time senior seller in the Mens Department, and I work approximately 37
7 hours per week. I am compensated on a draw versus commission compensation plan, and the only
8 time I don't receive my commission is when I am away on vacation.

9 Clocking in and Out

10 3. While employed by Polo I have not experienced any long wait times for a bag
11 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
12 shift it takes about 1 minute for a manager to perform a bag inspection search and for me to leave the
13 store. Usually at the end of the day there is a manager stationed at the door who performs everyone's
14 bag inspection searches. Even during lunchtime when its harder to locate a manager it still doesn't
15 take longer than 5 minutes to leave the store after clocking out.

16 4. I have never performed work at Polo without being clocked in to the timekeeping
17 system, including when performing inventory or attending meetings. I have never been asked to
18 continue with work after clocking out.

19 Rest Breaks

20 5. I understand that Polo's policy is for me to take all rest and meal breaks. Rest breaks
21 are coordinated among sales associates, and then we let management know when we are stepping out.

22 6. I regularly take my rest breaks, and I have never had a problem where I wanted to take
23 a rest break but was unable to leave.

24 Meal Breaks

25 7. The timing of meal breaks are coordinated among sales associates and management. I
26 always take a meal break on every shift that I work, and I have a set time that I take my lunch break-
27 every day at 1:30 pm. Even if I stay in the store for a meal break I am not asked to perform any work
28

1 until my meal break is over.

2 8. Even if a client stays into my lunch hour I still take my meal break, just a little later
3 than scheduled.

4 Arrears

5 9. I was not subject to the arrears policy, but I still attended meetings about the arrears
6 policy when it was first rolled out that explained how the arrears policy worked.

7 I declare under penalty of perjury under the laws of the State of California that the foregoing
8 is true and correct.

9 Executed on June 17, 2008.

10 
11 Lawrence Barbosa

EXHIBIT 44

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

1 William J. Goines (SBN 061290)
2 Alisha M. Louie (SBN 240863)
3 GREENBERG TRAURIG, LLP
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6 Jeremy A. Meier (SBN 139849)
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9 Sacramento, CA 95814-3938
10 Telephone: (916) 442-1111
11 Facsimile: (916) 448-1709
12 Email: meierj@gtlaw.com

10 Attorneys for Defendants Polo Ralph Lauren
11 Corporation; Polo Retail, LLC; Polo Ralph Lauren
12 Corporation, doing business in California as Polo Retail
13 Corporation; and Fashions Outlet of America, Inc.

13 **UNITED STATES DISTRICT COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**

15 ANN OTSUKA, an individual; JANIS KEEFE,
16 an individual; CORINNE PHIPPS, and
17 individual; and JUSTIN KISER, an individual;
18 and on behalf of all others similarly situated,

18 Plaintiff,

19 v.

20 POLO RALPH LAUREN CORPORATION, a
21 Delaware Corporation; et al.,

21 Defendants.

Case No. C07-02780 SI

**DECLARATION OF JOSEPHINE
SAHYOUN IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
MOTION FOR CLASS
CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, JOSEPHINE SAHYOUN, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Burlingame,
3 California ("Burlingame store"). In addition to my responsibilities as sales associate, I also serve as a
4 key holder, a position which I have held since August 2007. I have worked for Polo since March
5 2007. I have personal knowledge of the facts set forth in this declaration, and if called as a witness,
6 could and would competently testify as set forth below.

7 2. I work approximately 40 hours a week over the course of five days. I am paid a base
8 plus commission and receive a stipend for my additional responsibilities as a key holder. I have never
9 been told that I cannot discuss my compensation with other employees.

10 **Clocking in and Out**

11 3. While employed by Polo I have not experienced any long wait times for a bag
12 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
13 shift it takes 1-2 to exit the store after clocking out, including the time it takes to perform a bag
14 inspection search. Typically, at the end of the day, when everyone has completed their duties and
15 responsibilities, each sales associate clocks-out. We then go to the door located at the back of the
16 store, which has been designated as the employee exit, and the manager performs a bag inspection
17 search before the alarm is set and we exit the store.

18 4. The time that I clock-out is equivalent to the time that I am leaving the store.

19 5. Once we clock-out, the lights in the store are turned off and we immediately prepare to
20 exit the store.

21 **Rest and Meal Breaks**

22 6. Based on the hours I work in the Burlingame store, Polo provides me with two 15-
23 minute rest breaks and one hour-long meal break.

24 7. Typically, I take a rest break in the morning, then my meal break, then a rest break in
25 the evening. Sales associates schedule breaks among ourselves.

26 8. Managers care about employees taking rest and meal breaks and often ask sales
27 associates if we have taken them.
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2 **Returns**

3 9. Polo enforces its return policy which provides that full-price items may be returned
4 after 60-days and sale items may be returned after 30-days. It is very rare that a return be allowed
5 outside this time period.

6 I declare under penalty of perjury under the laws of the State of California that the foregoing
7 is true and correct.

8 Executed on June 13, 2008.

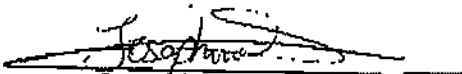
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EXHIBIT 45

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,
 v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF KATHRYN
 CANTWELL IN SUPPORT OF
 DEFENDANTS OPPOSITION TO
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, Kathryn Cantwell, hereby affirm, under penalty of perjury, as follows:

2 1. I was a sales associate in the Polo Ralph Lauren store, located in Costa Mesa,
3 California from November 2003 to June 8, 2008. I have personal knowledge of the facts set forth in
4 this declaration, and if called as a witness, could and would competently testify as set forth below.

5 2. I started out as a sales associate, but became a full time key holder in the Women's
6 Department. I worked approximately 40 hours per week, but rarely worked longer than that.

7 **Clocking in and Out**

8 3. While employed by Polo I did not experience any long wait times for a bag inspection
9 search after clocking out. I would estimate that from the time I clocked out at the end of my shift it
10 took 5 minutes or less to exit the store after clocking out, including the time it takes to perform a bag
11 inspection search.

12 4. I never performed work at Polo without being clocked in to the timekeeping system,
13 including when performing inventory or attending meetings.

14 5. If I had observed an unfair situation where I wasn't getting paid for my work, I would
15 have reported it to the general manager.

16 **Rest Breaks**

17 6. Rest breaks were scheduled among associates in each department. I understand that
18 Polo's policy was for me to take all rest and meal breaks, but I didn't always take my rest breaks.
19 Polo never denied my request to take a rest break. When I took rest breaks I remained in the store. If
20 I missed a break, it was because I chose to do so because I wanted to remain on the selling floor, not
21 because Polo doesn't permit me to take a rest break.

22 **Meal Breaks**

23 7. Meal breaks were scheduled among associates each day. I always took a meal break
24 on every shift that I worked. Even if I stayed in the store for a meal break I did not perform any work
25 until my meal break was over.

26 **Arrears**

27 8. I was employed by Polo when the arrears program was in place. The arrears program
28

1 was fully explained to me in training. I understood how it worked and had the opportunity to ask
2 questions. If you didn't meet your commission goal, it would impact your ability to earn future
3 commissions. I thought the arrears program was unfair but I understood that it was an incentive for
4 sales associates to work hard. I was relieved when they did away with the program.

5 9. I fell into arrears 3 times during the program. It helped me realize that I needed to
6 work harder.

7 I declare under penalty of perjury under the laws of the State of California that the foregoing
8 is true and correct.

9 Executed on June 16th, 2008.

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12 Kathryn Cantwell
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